

Delaware

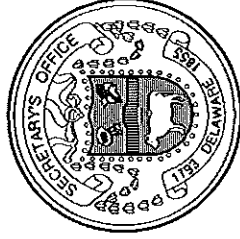
PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"VARCO INTERNATIONAL, INC.", A DELAWARE CORPORATION,
WITH AND INTO "NATIONAL-OILWELL, INC." UNDER THE NAME OF
"NATIONAL OILWELL VARCO, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE ELEVENTH DAY OF MARCH, A.D. 2005,
AT 12:11 O'CLOCK P.M.

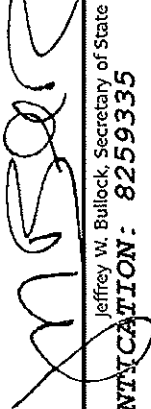
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE ELEVENTH DAY OF
MARCH, A.D. 2005, AT 4 O'CLOCK P.M.



2524592 8100M

100951025

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8259335

DATE: 09-29-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:20 PM 03/11/2005
FILED 12:11 PM 03/11/2005
SRV 050206186 - 2524592 FILE

CERTIFICATE OF MERGER

OF

VARCO INTERNATIONAL, INC.

WITH AND INTO

NATIONAL-OILWELL, INC.

(Under Section 251 of the General
Corporation Law of the State of Delaware)

National-Oilwell, Inc., a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:

- (a) National-Oilwell, Inc., a Delaware corporation ("Parent"); and
- (b) Varco International, Inc., a Delaware corporation ("Company").

2. The Amended and Restated Agreement and Plan of Merger (the "Agreement and Plan of Merger"), effective as of August 11, 2004, between Parent and Company has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is National-Oilwell, Inc. (the "Surviving Corporation"). The name of the Surviving Corporation shall be amended at the effective time of the merger to be National Oilwell Varco, Inc.

4. The Amended and Restated Certificate of Incorporation of Parent as in effect immediately prior to the effective time of the merger shall be amended at the effective time of the merger so that the text of Article First and the first paragraph of Article Fourth of the Amended and Restated Certificate of Incorporation of Parent shall read in their entireties as set forth below:

FIRST: The name of the Corporation is National Oilwell Varco, Inc.

FOURTH: CAPITAL STOCK

I. AUTHORIZED SHARES

The total number of shares of stock that the Corporation shall have authority to issue is 510,000,000 shares of capital stock, consisting of (i) 500,000,000 shares of common stock, par value \$0.01 per share ("Common Stock") and (ii) 10,000,000 shares of preferred stock, par value \$0.01 per share ("Preferred Stock").

5. The merger is to become effective at 4:00 p.m. eastern standard time on March 11, 2005.

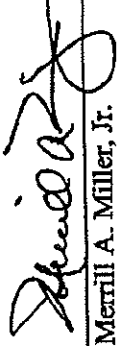
6. The executed Amended and Restated Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation at 10000 Richmond Avenue, Houston, Texas 77042-4200.

7. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, Parent has caused this certificate to be signed as of the 11th day of March, 2005.

National-Oilwell, Inc.

By:



Merrill A. Miller, Jr.

Chairman, President and Chief Executive Officer